

RAMPART MERCANTILE INC.

**55 University Avenue, Suite 1000
Toronto, Ontario
M5J 2P8**

FILED VIA SEDAR

Ontario Securities Commission
20 Queen Street West, 8th Floor
Toronto, Ontario
M5H 3S8

British Columbia Securities Commission
865 Hornby Street, Suite 1100
Vancouver, B.C.
V6Z 2H4

Attention: Continuous Disclosure

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Dear Sirs:

**RE: Material Change Report
 Issuer Profile No. 2910**

1. The name of the reporting issuer is **RAMPART MERCANTILE INC.** ("RMI") whose principal office is at 55 University Avenue, Suite 1000, Toronto, Ontario M5J 2P8.
2. The material change occurred on October 29, 1999.
3. A Press Release was published at Toronto on the Canadian Corporate News Inc. newswire on November 2, 1999.
4. RMI announced that Mr. Dominique P. Monardo, the President, Chairman, C.E.O. and a director of RMI, had converted a \$1,000,000 Convertible Debenture into equity of RMI.
5. As a result of the conversion of a Convertible Debenture dated May 6, 1999 between Mr. Dominique P. Monardo and RMI, Mr. Monardo currently holds 378,190 common shares of RMI directly and indirectly, representing 13.95% of the total issued and outstanding common shares of RMI on a non-diluted basis and 200,000 warrants to purchase further common shares of RMI at \$5.50 per share until April 9, 2002. Mr. Monardo has advised RMI that he has acquired the common shares for investment purposes and has no immediate intention to either increase or decrease his holdings in RMI. Notwithstanding the foregoing, Mr. Monardo has advised that he may decrease or increase his beneficial ownership, control or direction over common shares in the capital of RMI through market transactions, private agreements, exercise of warrants, other treasury issuances or otherwise.
6. The report is not being filed on a confidential basis in reliance on Section 75(3) of the Ontario Securities Act.
7. No information is omitted because it is to be kept confidential.

8. Mr. Dominique P. Monardo, President of RMI, may be contacted at (416) 867-3750 for further information concerning this report.
9. The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto, Ontario this 4th day of November, 1999.

"Dominique P. Monardo"

DOMINIQUE P. MONARDO
President